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ELIAS C. ALVORD (1942)
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OF COUNSEL
URBAN A. LESTER

August 30, 2000

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

RECORDATION NO. 23065-A FILED
AUG 30 '00 11-20 AM
Ts
SURFACE TRANSPORTATION BOARD

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Assignment and Assumption Agreement, dated August 30, 2000, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease which is being filed with the Board under Recordation Number 23065.

The names and addresses of the parties to the enclosed document are:

Assignor: Greenbrier Leasing Corporation
One Centerpointe Drive
Suite 200
Lake Oswego, OR 97035

Assignee: Bombardier Capital Rail Inc.
6900 Wedgwood Road
Maple Grove, MN 55311

A description of the railroad equipment covered by the enclosed document is:

50 two-unit articulated railcars FXE 518001 - FXE 518050

Mr. Vernon A. Williams
August 30, 2000
Page Two

A short summary of the document to appear in the index follows:

Assignment and Assumption Agreement between Greenbrier Leasing Corporation, Assignor, and Bombardier Capital Rail Inc., Assignee, covering 50 two-unit articulated railcars FXE 518001 - FXE 518050.

Also enclosed is a check in the amount of \$26.00 payable to the order of the Surface Transportation Board covering the required recordation fee and cross indexing fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'R. Alvord', written in a cursive style.

Robert W. Alvord

RWA/anm
Enclosures

RECORDATION NO. 23065-A FILED

AUG 30 '00 11-20 AM

SURFACE TRANSPORTATION BOARD

MEMORANDUM OF ASSIGNMENT AND ASSUMPTION AGREEMENT

BETWEEN

GREENBRIER LEASING CORPORATION

AND

BOMBARDIER CAPITAL RAIL INC.

AUGUST 30, 2000

Memorandum of Assignment and Assumption Agreement made and entered into as of August 30, 2000 by and between Greenbrier Leasing Corporation, a Delaware corporation, ("Assignor") and Bombardier Capital Rail Inc., a Minnesota corporation ("Assignee").

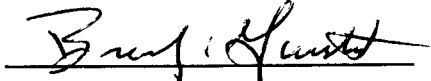
WITNESSETH:

1. Assignor, as Lessor, leased to Ferrocarril Mexicano S.A. de C.V. ("Lessee") fifty (50) two-unit articulated Auto-Max™ vehicle-carrying railcars built to Gunderson, Inc. specifications and marked and numbered FXE 518001 through FXE 518050, inclusive (the "Cars"), pursuant to a Lease Agreement and Schedule No. 1 thereto dated May 16, 2000 (the "Lease").
2. Assignor has agreed to assign to Assignee and Assignee has agreed to accept from Assignor all of Assignor's right, title and interest in the Cars, as well as Assignor's right, title and interest under the Lease to the extent it relates to the Cars.
3. This Memorandum of Assignment Agreement may be executed by the parties hereto in any number of counterparts, and all counterparts taken together shall be deemed to constitute one instrument.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by their respective corporate officers as of the date and year first above written.

BOMBARDIER CAPITAL RAIL INC.

GREENBRIER LEASING CORPORATION

By: 

By: 

Name: Bradley C. Gunstad
Vice President & General Counsel

Name: LARRY G. BRADY

Title: _____

Title: V.P.

Date: 8-28-00

Date: 08.28.00

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RECORDATION NO. _____ FILED

AUG 30 '00 11-20 AM

SURFACE TRANSPORTATION BOARD

STATE OF OREGON

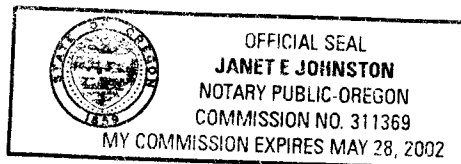
COUNTY OF CLACKAMAS

)
) ss.
)

On this 25th day of August 2000, before me personally appeared Larry G. Brady, to me personally known, who being by me duly sworn, says that he is the Vice President of Greenbrier Leasing Corporation that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.

Janet E Johnston
NOTARY PUBLIC

My commission expires: 5/28/2002



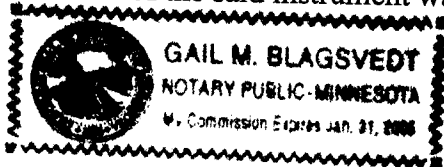
STATE OF MINNESOTA

COUNTY OF

Hennepin

)
) ss.
)

On this 28 day of August, 2000, before me personally appeared Bridley C. Gustaf, to me personally known, who being by me duly sworn, says that he is the V.P. + General Counsel of Bombardier Capital Rail Inc., that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.



Gail M. Blagsvedt
NOTARY PUBLIC

My commission expires: 1/31/2005